

Cellular Biomedicine Group, Inc.

Form 4

January 21, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chan Andrew K

2. Issuer Name **and** Ticker or Trading
Symbol
Cellular Biomedicine Group, Inc.
[CBMG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
19925 STEVENS CREEK BLVD.,
SUITE 100

3. Date of Earliest Transaction
(Month/Day/Year)
01/19/2016

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
SVP Corp Bus Dev

(Street)
CUPERTINO, CA 95014

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	01/19/2016		M		1,516	A \$ 5.61	147,273 ⁽²⁾ D
Common Stock	01/19/2016		S ⁽¹⁾		1,516	D \$ 12.07	145,757 ⁽²⁾ D
Common Stock	01/21/2016		M		1,296	A \$ 3	147,053 ⁽²⁾ D
Common Stock	01/21/2016		S ⁽¹⁾		1,296	D \$ 13.87	145,747 ⁽²⁾ D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy) (2013 Plan)	\$ 5.61	01/19/2016		M	1,516	<u>(3)</u> 05/16/2023	Common Stock	1,516
Non-Qualified Stock Option (right to buy) (2011 Plan)	\$ 3	01/21/2016		M	1,296	<u>(4)</u> 02/20/2023	Common Stock	1,296

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Chan Andrew K 19925 STEVENS CREEK BLVD., SUITE 100 CUPERTINO, CA 95014	SVP Corp Bus Dev

Signatures

/s/ Andrew Chan

01/21/2016

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The transaction reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 25, 2015. Accordingly, the reporting person had no discretion with regard to the timing of the transaction.

- (2) On December 22, 2015, due to miscommunications with regard to the nature of transactions undertaken by the reporting person in September 2015, the reporting person mistakenly reported the number of shares of common stock and derivative securities of the issuer owned by him after certain transactions undertaken in December 2015. As a result, the number of outstanding securities owned by the reporting person after each transaction as reported on this form reflects corrections of the reporting errors made in December 2015.

- (3) The option vested according to the following schedule: 1/31st per month following the vesting commencement date of May 16, 2014.

- (4) The option vested according to the following schedule: 1/36th per month following the vesting commencement date of February 20, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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